

SOUSOU RAMEZ
Form 3
February 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â TowerBrook Investors, Ltd.		(Month/Day/Year)	Ladder Capital Corp [LADR]	
(Last)	(First)	(Middle)	02/11/2014	
65 EAST 55TH STREET, 27TH FLOOR, Â PARK AVENUE TOWER			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
NEW YORK, Â NY Â 10022				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	6,027,333	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Units and Class B Common Stock <u>(4)</u>	02/11/2014	∧ <u>(6)</u>	Class A Common Stock	9,444,612	\$ <u>(5)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TowerBrook Investors, Ltd. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022	∧	∧ X	∧	∧
TI II Ladder Holdings, LLC C/O TOWERBROOK CAPITAL PARTNERS PARK AVE TOWER, 65 E 55TH STREET, 27 FL NEW YORK, NY 10022	∧	∧ X	∧	∧
TOWERBROOK INVESTOR II EXECUTIVE FUND L P 430 PARK AVE 6TH FL NEW YORK, NY 10022	∧	∧ X	∧	∧
TOWERBROOK INVESTORS II LP 430 PARK AVNEUE 6TH FLOOR NEW YORK, NY 10022	∧	∧ X	∧	∧
TowerBrook Investors II AIV, L.P. PARK AVENUE TOWER, 65 EAST 55TH STREET 27TH FLOOR NEW YORK, NY 10022	∧	∧ X	∧	∧
TowerBrook Investors GP II, L.P. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022	∧	∧ X	∧	∧
MOSZKOWSKI NEAL 430 PARK AVENUE 6TH FLOOR NEW YORK, NY 10022	∧	∧ X	∧	∧
SOUSOU RAMEZ C/O SOROS FUND MANGEMENT LLC 888 SEVENTH AVE 31ST FL. NEW YORK, NY 10106	∧	∧ X	∧	∧

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dividends, and reclassifications.

- (6) The exchange right has no expiration date.

As a result of the Reorganization, TI Holdings directly owns 9,944,612 LP Units and shares of Class B Common Stock. TI Holdings is jointly controlled by Fund II and Executive Fund II, each of which is controlled by its general partner, Fund II GP, which is controlled by its sole general partner, TowerBrook. As a result, TowerBrook may be deemed to beneficially own the 9,944,612 LP Units and shares of

- (7) Class B Common Stock owned by TI Holdings. As directors and the joint controlling shareholders of TowerBrook, Neal Moszkowski and Ramez Sousou have exclusive decision making authority with respect to such shares and may be deemed to be the beneficial owner of the securities reported on this Form 3 (for purposes of Rule 16a-1(a)).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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